

BALL JANIK LLP

A T T O R N E Y S

1455 F STREET, NW, SUITE 225
WASHINGTON, D.C. 20005

www.balljanik.com

TELEPHONE 202-638-3307

FACSIMILE 202-783-6947

LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532

RECORDATION NO. 21352-H FILED

APR 25 '06

4-46 PM

SURFACE TRANSPORTATION BOARD

April 25, 2006

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed two originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Release and Termination of Memorandum of Trust Indenture and Security Agreement, a secondary document, dated as of April 25, 2006. The primary document to which this is connected is recorded under Recordation No. 21352. We request that this document be recorded under Recordation No. 21352-H.

The names and addresses of the parties to the Release and Termination of Memorandum of Trust Indenture and Security Agreement are:

Owner Trustee:

Wells Fargo Bank Northwest, N.A.
299 South Main Street, 12th Floor
Salt Lake City, UT 84111

Indenture Trustee:

Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington DE 19890-0001

A description of the equipment covered by the Release and Termination of Memorandum of Trust Indenture and Security Agreement consists of 473 plastic pellet hopper cars numbered MLLX 10001-10035, 10037, 10038, 10040-10043, inclusive, 10045-10051, inclusive, 10053-10101, inclusive, 10103-10107, inclusive, 10109-10114, inclusive, 10116, 10117, 10119, 10120, 10121, 10123-10140, inclusive, 10142-10154, inclusive, 10156-10163, inclusive, 10165-10320,

BALL JANIK LLP

Honorable Vernon A. Williams

April 25, 2006

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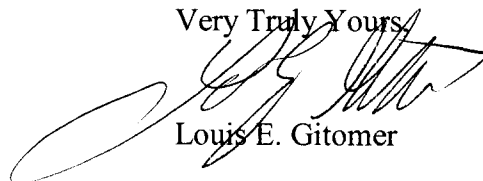
10322-10372, inclusive, 10375-10384, inclusive, 10387, 10389, 10391, 10393-10415, 10417-10420, inclusive, 10422-10429, inclusive, 10431-10440, inclusive, 10442, 10443, 10444, 10446-10467, inclusive, 10469, 10473-10476, inclusive, 10478, 10480-10483, inclusive, 10485, 10490, 10496, 10498, 10500, 10509, 10511, 10513, 10526, 10527, 10530, 10531, 10532, 10534, 10535, 10536, 10545, 10548, 10550, 10556, 10557, and 10558.

A fee of \$ 34.00 is enclosed. Please return one copy to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a Release and Termination of Memorandum of Trust Indenture and Security Agreement between Wells Fargo Bank Northwest, N.A., 299 South Main Street, 12th Floor, Salt Lake City, UT 84111, and Wilmington Trust Company, Rodney Square North, 1100 North Market Street, Wilmington DE 19890-0001, covering 473 plastic pellet hopper cars numbered MLLX 10001-10035, 10037, 10038, 10040-10043, inclusive, 10045-10051, inclusive, 10053-10101, inclusive, 10103-10107, inclusive, 10109-10114, inclusive, 10116, 10117, 10119, 10120, 10121, 10123-10140, inclusive, 10142-10154, inclusive, 10156-10163, inclusive, 10165-10320, 10322-10372, inclusive, 10375-10384, inclusive, 10387, 10389, 10391, 10393-10415, 10417-10420, inclusive, 10422-10429, inclusive, 10431-10440, inclusive, 10442, 10443, 10444, 10446-10467, inclusive, 10469, 10473-10476, inclusive, 10478, 10480-10483, inclusive, 10485, 10490, 10496, 10498, 10500, 10509, 10511, 10513, 10526, 10527, 10530, 10531, 10532, 10534, 10535, 10536, 10545, 10548, 10550, 10556, 10557, and 10558.

Very Truly Yours,



Louis E. Gitomer

Enclosures

RELEASE AND TERMINATION OF MEMORANDUM OF TRUST INDENTURE AND
SECURITY AGREEMENT

APR 25 2006

4-46 PM

SURFACE TRANSPORTATION BOARD

By this Release and Termination of Memorandum of Trust Indenture and Security Agreement dated as of April 25, 2006 (the "Release"), the parties hereto agree as follows.

Wells Fargo Bank Northwest, N.A., formerly known as First Security Bank, National Association, as Owner Trustee ("Wells Fargo"), and Wilmington Trust Company, as Indenture Trustee ("Wilmington Trust"), entered a Memorandum of Trust Indenture and Security Agreement-[A] dated as of October 29, 1998 for 473 plastic pellet hopper cars numbered MLLX 10001-10035, 10037, 10038, 10040-10043, inclusive, 10045-10051, inclusive, 10053-10101, inclusive, 10103-10107, inclusive, 10109-10114, inclusive, 10116, 10117, 10119, 10120, 10121, 10123-10140, inclusive, 10142-10154, inclusive, 10156-10163, inclusive, 10165-10320, 10322-10372, inclusive, 10375-10384, inclusive, 10387, 10389, 10391, 10393-10415, 10417-10420, inclusive, 10422-10429, inclusive, 10431-10440, inclusive, 10442, 10443, 10444, 10446-10467, inclusive, 10469, 10473-10476, inclusive, 10478, 10480-10483, inclusive, 10485, 10490, 10496, 10498, 10500, 10509, 10511, 10513, 10526, 10527, 10530, 10531, 10532, 10534, 10535, 10536, 10545, 10548, 10550, 10556, 10557, and 10558 (the "Equipment"), which was recorded at the Surface Transportation Board (the "Board") on October 29, 1998 under recordation numbers 21352-G.

NOW, THEREFORE, in consideration of the premises contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged:

1. Wilmington Trust does hereby acknowledge and confirm for the public record:

a. That all sums due with respect to the Equipment from Wells Fargo under the Trust Indenture and Security Agreement have been fully discharged and satisfied.

b. The satisfaction and release of its collateral security interest under the Trust Indenture and Security Agreement with respect to the Equipment.

2. Wells Fargo does hereby acknowledge and confirm for the public record the satisfaction and release of its security interest under the Trust Indenture and Security Agreement with respect to the Equipment.

3. This Release may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Release.

4. Notwithstanding anything contained herein or in any other Operative Document (as defined in the Trust Indenture) to the contrary, it is expressly understood and agreed by the parties hereto that (a) this Release is executed and delivered by Wilmington Trust, not individually or personally but solely as Indenture Trustee, in the exercise of the powers and authority conferred and vested in it under the Indenture, (b) each of the representations,

undertakings and agreements herein made on the part of the Indenture Trustee is made and intended not as personal representations, undertakings and agreements by Wilmington Trust but is made and intended for the purpose for binding only the Indenture Estate and (c) under no circumstances shall Wilmington Trust be personally liable for the payment of any indebtedness or expenses of the Indenture Trustee or be liable for the breach or failure of any obligations, representation, warranty or covenant made or undertaken by the Indenture Trustee under this Release or the other related documents.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Release to be executed as of the date first above written.

WILMINGTON TRUST COMPANY,
not in its individual capacity but solely as Indenture Trustee

By: 
Its: Tira L. Johnson
Financial Services Officer

WELLS FARGO BANK NORTHWEST, N.A.,
not in its individual capacity but solely as Owner Trustee

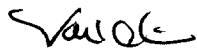
By: _____
Its: _____

IN WITNESS WHEREOF, the parties hereto have executed or caused this Release to be executed as of the date first above written.

THE WILMINGTON TRUST COMPANY,
not in its individual capacity but solely as Indenture Trustee

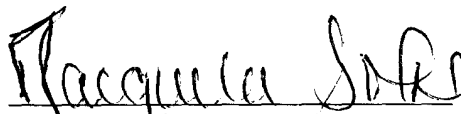
By: _____
Its: _____

WELLS FARGO BANK NORTHWEST, N.A.,
not in its individual capacity but solely as Owner Trustee

By: 
Its: VICE PRESIDENT

State of Delaware)
) ss:
County of New Castle)

On this 24 day of April, 2006, before me personally appeared Tira L. Johnson, to me personally known, who being duly sworn, says that she is Financial Services Officer of Wilmington Trust Company, that said instrument was signed and sealed on behalf of said corporation and that said instrument is the free act and deed of said corporation.

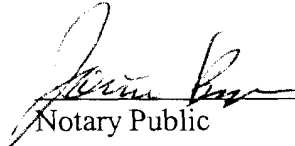


Notary Public

My Commission expires on: _____
JACQUELINE SOLONE
Notary Public - State of Delaware
My Comm. Expires Feb. 4, 2007

State of UTAH)
) ss:
County of SALT LAKE)

On this ____ day of April, 2006, before me personally appeared Val T. Orton, to me personally known, who being duly sworn, says that he is VICE PRESIDENT Wells Fargo Bank Northwest, N.A., that said instrument was signed and sealed on behalf of said corporation and that said instrument is the free act and deed of said corporation.


Notary Public

My Commission expires on: _____

